

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

|   |   |  |
|---|---|--|
| In re:                                  | § | Chapter 11                                       |
|   | § |  |
| WORLDWIDE DIRECT, INC., <i>et al.</i> , | § | Case No. 99-00108 (MFW) through                  |
|   | § | Case No. 99-00127 (MFW)                          |
| Debtors.                                | § | (Jointly Administered)                           |
|   | § |  |
|   | § | <b>Objections Due: May 14, 2002 at 4:00 p.m.</b> |
|   | § | <b>Hearing Date: May 16, 2002 at 1:00 p.m.</b>   |

**NOTICE OF HEARING RESPECTING**  
**MOTION IN LIMINE BY THE LIQUIDATING TRUSTEE**

TO: (i) The United States Trustee; (ii) all parties entitled to receive notice pursuant to the Second Amended Consolidated Liquidating Chapter 11 Plan For SmarTalk TeleServices, Inc., And Affiliates, Proposed By The Debtors And By The Official Committee Of Unsecured Creditors; and (iii) the law firm of Hennigan Bennett & Dorman ("HBD").

Goldin Associates, L.L.C., in its capacity as Liquidating Trustee of the Worldwide Direct Liquidation Trust, as successor in interest to the Debtors<sup>1</sup> filed the **Motion in Limine to Preclude Evidence Concerning Settlement Negotiations** (the "Motion") on March 8, 2002, with an original response deadline of March 19, 2002 at 4:00 p.m.

All parties are required to file a response to the Motion on or before **May 14, 2002 at 4:00 p.m.** with the Clerk of the United States Bankruptcy Court for the District of Delaware, 5<sup>th</sup> Floor, Marine Midland Plaza, 824 Market Street, Wilmington, Delaware 19801.

---

<sup>1</sup> The Debtors are comprised of Worldwide Direct, Inc., SmarTalk TeleServices, Inc., SmarTalk USPS Sales Co., GTI TeleCom, Inc., a Florida corporation; USA Telecommunications Services, Inc., a North Carolina Corporation; SmarTel Communications, Inc., a Delaware corporation; SMTK NY-1 Corp., a New York corporation; Creative Network Marketing, Inc., a Delaware corporation; SmarTalk (Delaware) Corp., a Delaware corporation; SMTK Acquisition Corp., a Florida corporation; Conquest Telecommunication Services Corp., a Delaware corp.; SMTK Acquisition Corp. III, a Delaware corporation; SmarTalk Acquisition Corp., a Nevada corporation; Conquest Communications Corp., an Ohio corporation; Conquest Long Distance Corp., an Ohio corporation; Conquest Operator Services Corp., an Ohio corporation; SmarTel, Inc., a Massachusetts corporation; SmarTel International, Inc., a New York corporation; SmarTel Communications of Virginia, Inc., a Virginia corporation; and Conquest Operator Services, LP, a Delaware corporation.

At the same time, parties were required serve a copy of their response upon movant's attorneys:

Steven K. Kortanek, Esq.  
Stephanie A. Fox, Esq.  
Klehr, Harrison, Harvey, Branzburg & Ellers, LLP  
919 Market Street, Suite 1000  
Wilmington, Delaware 19801  
Phone: (302) 426-1189  
Fax: (302) 426-9193

and

Paul DeFilippo, Esq.  
Brendan Langendorfer, Esq.  
Gibbons, Del Deo, Dolan,  
Griffinger & Vecchione  
A Professional Corporation  
One Riverfront Plaza  
Newark, New Jersey 07102  
Telephone: (973) 596-4500  
Facsimile: (973) 639-6247

/s/Steven K. Kortanek

Steven K. Kortanek, Esq.  
Stephanie A. Fox, Esq.  
Klehr, Harrison, Harvey, Branzburg & Ellers, LLP  
919 Market Street, Suite 1000  
Wilmington, Delaware 19801  
Phone: (302) 426-1189  
Fax: (302) 426-9193

Co-counsel for Goldin Associates, L.L.C.,  
Liquidating Trustee of the  
Worldwide Direct Liquidation Trust

Dated: May 3, 2002